

## **EXHIBIT 24**

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February 28, 2008

VIA ELECTRONIC MAIL

Thomas E. Lauria, Esq.  
J. Christopher Shore, Esq.  
Douglas P. Baumstein, Esq.  
**White & Case LLP**  
1155 Avenue of the Americas  
New York, New York 10036

Re: In re Delphi Corporation, et al., Case No. 05-44481 (RDD)

Counsel:

In our discussions with you beginning this past Monday, February 25, and in our several chambers conferences with the Court this week on February 26, February 27, and February 28, during which all relevant parties including all the Plan Investors were represented, the Debtors have indicated that they intended to file a motion pursuant to 11 U.S.C. § 1142 concerning the Debtors' confirmed Plan of Reorganization primarily in response to ADAH's letter dated February 24, 2008 (the "1142 Motion"). In particular, we have advised the Court and you that the Debtors must seek relief because, in the Debtors' view, the Plan Investors are not using their reasonable best efforts to consummate the EPCA and the Plan, and in relation to certain assertions by ADAH (on behalf of some of the Plan Investors) concerning the Debtors' current exit financing efforts. In our chambers conference with the Court this morning, the Court indicated that, if the Debtors determine that pursuing the 1142 Motion is necessary, the Court would hear the matter next Thursday afternoon, March 6, 2008. While the Court encouraged all parties to engage in discussions in an attempt to obviate such motion practice, there has also been a general discussion with the Court over the past few days concerning the need to concurrently prepare for the hearing on the 1142 Motion.

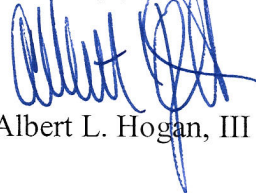
Accordingly, the Debtors indicated to the Court that they would provide to ADAH (as lead Plan Investor, and for sharing with counsel for the other Plan Investors) a draft of the 1142 Motion on a highly confidential, attorneys' eyes only basis. That draft is enclosed.

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The Debtors of course reserve their right to amend or supplement this draft in any respect before presentation to the Court, but this does represent our current intentions with respect to the pleading. To reiterate what I believe we all understand, the draft 1142 Motion is non-public and highly confidential, as is this letter itself. Thank you in advance for your proper treatment of these materials.

The Debtors have carefully crafted the 1142 Motion in a way that seeks limited relief, and also, is presented in a way that hopefully will allow our clients to continue a productive dialog even should the hearing be necessary. As we have previously discussed with you, and which will be clear from the draft 1142 Motion, the Debtors do not believe this hearing will involve discovery, or any substantial evidentiary presentation. In our view, this matter involves simply the interpretation of the Plan, including the EPCA, and the limited correspondence attached to the Motion (which cannot be controversial in any evidentiary respect). We appreciate that you have previously not agreed with this assessment, but after you review the draft 1142 motion, I would be happy to discuss your views concerning the preparations for and conduct of a hearing next Thursday. Also, please advise at your earliest opportunity when you plan to deliver a draft of your response to the enclosed 1142 Motion and drafts of any other pleadings that you are contemplating in connection with the hearing on the 1142 Motion.

Sincerely yours,



Albert L. Hogan, III

Enclosure

cc: Michael P. Kessler, Esq.  
Robert J. Rosenberg, Esq.  
Bonnie K. Steingart, Esq.  
Jeffrey L. Tanenbaum, Esq.